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DIVISION OF CORPORATION

AMERILAWYER[®]

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343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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*** 32001.001 *** 02/01/00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. RANDELL REAL ESTATE, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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(Corporation Name) (Document #)

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☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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Examiner's Initials

4-1-96
UW

**ARTICLES OF INCORPORATION
OF
RANDELL REAL ESTATE, INC**

RECORDED
INDEXED
SEP 11 1987
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **RANDELL REAL ESTATE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9840 Southwest 152nd Terrace, Miami, Florida 33157 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is David G. Randell, III whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	David G. Randell, III
Secretary:	David G. Randell, III
Treasurer:	David G. Randell, III

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

David G. Randall, III

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

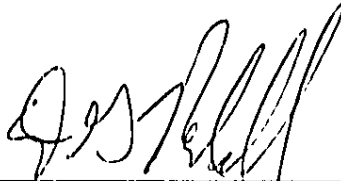
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29 March 1996.



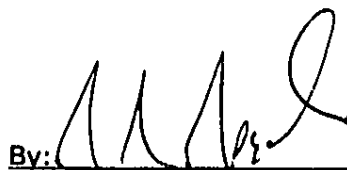
David G. Randall, III, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered



By: _____
Lawrence J. Spiegel, President

ART INC SUB



AMERILAWYER®

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900
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8/15/96

FLORIDA DIVISION OF CORPORATIONS

9:51 AM

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TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPFERSTEIN,

DEPARTMENT OF STATE

1428 BRICKELL AVE

STATE OF FLORIDA

6TH FLOOR

409 EAST GAINES STREET

MIAMI FL 33131-

33401-6194

TALLAHASSEE, FL 32399

CONTACT: BEVERLY O RIEDY

FAX: (904) 922-4000

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000011356)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: RANDELL REAL ESTATE, INC.

FAX AUDIT NUMBER: H96000011356

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/15/1996

TIME REQUESTED: 09:51:12

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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SIST BY:

8-15-96 : 8:43AM :

GEIGER KASDIN -

IN 2/ 2

FA#: H96- 11356

ARTICLES OF AMENDMENT
OF
RANDELL REAL ESTATE, INC.

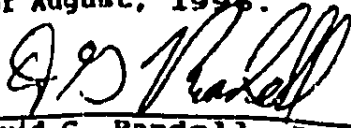
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Board of Directors of this corporation on August 13, 1996. The Shareholders unanimously approved this amendment on August 13, 1996.

The name of the corporation is: Randell Real Estate, Inc.

The name of the corporation shall be changed to: Hemisphere Real Estate, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 13th day of August, 1996.


David G. Randell, III
President/Secretary/Director

Jonathan A. Heller, Esq.
Geiger, Kasdin, Heller,
Kuperstein, Chames & Weil, P.A.
1428 Brickell Avenue
6th Floor
Miami, Florida 33131
(305) 372-5000
Florida Bar No. 340881

FA#: H96-11356